



RE SUSTAINABILITY LIMITED
(Formerly Known as Ramky Enviro Engineers Limited)

CIN: U74140TG1994PLC018833

Registered Office: Level 11B, Aurobindo Galaxy,
Hyderabad Knowledge City, Hitech City Road, Gachibowli, Hyderabad 500081

Tel. +91-40-23015000

E-mail: - cs.reel@resustainability.com

Notice of Extra-Ordinary General Meeting

NOTICE is hereby given that 01/2023-24 Extra-Ordinary General Meeting of the members of Re Sustainability Limited (Formerly known as Ramky Enviro Engineers Limited) ('the Company') will be held on Saturday, 20th January, 2024 at 4.PM (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") in accordance with the applicable provisions of the Companies Act, 2013 ("Act, 2013") read with Ministry of Corporate Affairs (MCA) General Circular No. 14/ 2020 dated 08.04.2020, and General Circular No. 03/ 2022 dated 05.05.2022, General Circular No. 11/2022 dated 28.12.2022 and General Circular No. 09/2023 dated 25.10.2023, to transact the following special business:-

SPECIAL BUSINESS:

1. TO APPROVE THE AMENDMENT IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To pass the following resolution with or without modification as a **Special Resolution**

“RESOLVED THAT pursuant to the provisions of Section 13, 15 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of Registrar of Companies and such other necessary approvals, as may be required, if any, consent of the members of the Company be and is hereby accorded for effecting the alteration in Clause III (B) of the Object Clause of the Memorandum of Association of the Company in the following manner:-

- a. Insertion of the following new sub-clause No. 47 after sub Clause No 46

Subject to Section 230 to 234 of the Companies Act, 2013, to amalgamate, merge any other company or companies with the Company or merge, demerge with any other company or companies having all or any of their objects similar to the objects of this company or otherwise, in any manner, whether with or without the liquidation of the Company.

- b. Re-stating sub-clause No. 47 as sub- clause no. 48.

RESOLVED FURTHER THAT Executive Director(s) or the Company Secretary of the Company be and are hereby severally authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**2. RE-APPOINTMENT OF MR. SHANTHARAJU BANGALORE SIDDAIAH (DIN: 00068501)
AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

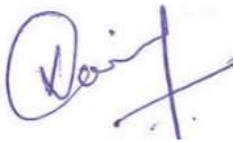
To consider and if thought fit to pass with or without modification(s), the following resolution a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and applicable clauses of the Articles of Association of the Company, in accordance with the recommendation of the Nomination and Remuneration Committee and Board of the Company and subject to such other approvals as may be required, Mr. Shantharaju Bangalore Siddaiah (DIN: 00068501) be and is hereby appointed as an Independent Director of the Company for a second term of 5 years commencing from 8th February, 2024 to 7th February, 2029 and whose office shall not be liable to retire of rotation as per Companies Act, 2013;

RESOLVED FURTHER THAT Mr. Shantharaju Bangalore Siddaiah (DIN: 00068501) shall be paid a sitting fees of INR 1,00,000 for every Board and Committee Meeting in which he participates as a Member and shall be paid the Profit related Commission as may be decided by the Board and Shareholders of the Company in accordance with the provisions of Companies Act, 2013.

RESOLVED FURTHER THAT, any of the Executive Directors or the Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary in relation to the above resolution and to make necessary entry in the relevant registers in respect of the above re-appointment and also to do all such acts, deeds, matters and things as may be considered necessary or ancillary or incidental thereto.”.

For and on behalf of the Board
Re Sustainability Limited
(Formerly known as Ramky Enviro Engineers Limited)



Govind Singh
Company Secretary
Membership No: F12380
Place: Hyderabad
Date: 18th Jan, 2024

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide General Circular No. 14/ 2020 dated 08.04.2020, and General Circular No. 03/ 2022 dated 05.05.2022, General Circular No. 11/2022 dated 28.12.2022 and General Circular No. 09/2023 dated 25.10.2023 (collectively referred to as “MCA Circulars”) permitted holding of the Extraordinary General Meeting (“the Meeting/EGM”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical presence of the Members, Directors, Auditors or other eligible persons at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act, 2013”), and aforesaid MCA Circulars, the EGM of the Company is being held through VC/OAVM. Hence, Members including the other eligible persons can attend and participate in the EGM through VC/OAVM only as per the procedure mentioned in this Notice of EGM. The deemed venue for the EGM shall be the Registered Office of the Company.
2. In line with the various circulars of MCA, the Notice of EGM is being sent only through electronic mode to those Shareholders whose valid e-mail addresses are registered with the Company/ Depositories.
3. The Company has enabled the Members to participate at the EGM through the Zoom call Video Conferencing. The instructions for participation by Members are given in the next page
4. Pursuant to Circular No. 14/2020 dated 08th April 2020, issued by the Ministry of Corporate Affairs, the facility to appoint a proxy to attend and cast vote for the Shareholders is not available for this EGM and therefore, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, Institutional / Corporate Shareholders are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes. The Corporate Member is required to send a certified copy of the Board resolution authorizing their representative to attend the EGM through VC and vote on their behalf on the email address at govind.singh@resustainability.com.
5. The attendance of the Shareholders attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Shareholders holding shares in electronic form are requested to intimate all changes pertaining to their bank particulars nominations, power of attorney, address, name, e-mail address, contact numbers, PAN, etc., to their Depository Participant (DP).
7. Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and the Registrars and Share Transfer Agent (“RTA”) to provide efficient and better services.
8. When a poll is required to be taken during the meeting on any resolution, the member shall cast their vote on the resolution only by sending the email to govind.singh@resustainability.com through their registered their registered email address which are registered with the Company.
9. All documents referred to in the Notice shall be open for inspection at the registered office of the Company on Level 11B, Aurobindo Galaxy, Hyderabad Knowledge City, Hitech City Road, Gachibowli, Hyderabad 500081 on all working days between 10 A.M. to 6 P.M. and also at the EGM.

10. **INSTRUCTIONS FOR ATTENDING THE EGM THROUGH VC:**

1. Members may access the platform to attend the EGM through VC at <https://zoom.us/j/94133081896>
2. The facility for joining the EGM shall open 15 minutes before the scheduled time for commencement of the EGM and shall be closed after the expiry of 15 minutes after such scheduled time.
3. Members are encouraged to join the Meeting using the Zoom app (preferred), Google Chrome, Internet Explorer, or Mozilla Firefox 22.
4. Members will be required to grant access to your computer's camera for video and your computer's microphone for audio to enable two-way video conferencing.
5. Members are advised to use stable Wi-Fi or LAN connection to participate at the EGM through VC in a smooth manner. Participants may experience audio/video loss due to fluctuation in their respective networks.
6. Members who may want to express their views or ask questions during the EGM may click on the tab "chat" to post their queries in the window provided, by mentioning their name, Demat account number/folio number.
7. Members who may require any technical assistance or support before or during the EGM are requested to contact at 7337597697 or write to him at govind.singh@resustainability.com.

Explanatory Statement
(Pursuant to section 102 of the Companies Act, 2013)

As required under section 102 of the Companies Act, 2013 (Act) and Para 1.2.5 of SS-2 (“Secretarial Standard on General Meetings”), the following explanatory statement sets out all material facts relating to the special business items mentioned under the accompanying Notice:

Item No. 1

In order to restructure the Company and all of its direct/ indirect subsidiaries and joint ventures into separate business verticals, which would be separately controlled by the Metropolis Investment Holdings Pte. Ltd. (“**Investor**”) and Mr. Alla Ishaan (“**Ishaan**”) with a view to have greater focus on the respective business verticals.

In order to execute the above arrangement, the charter documents of the Company need to contain an enabling provision in respect of the proposed restructuring, which is absent currently. Therefore, it is proposed to the shareholders to grant their approval for the alteration of the Object Clause of the Memorandum of Association of the Company to include an enabling provision in the same. The Board of Directors have granted their approval for the alteration of the Memorandum of Association in their Board Meeting dated 18th January, 2024.

Copy of the revised Memorandum of Association is provided as an Annexure-1 to this notice.

The directors, managers, key managerial personnel of the Company and their respective relatives do not have any interest, financial or otherwise, in the proposed resolution. The Directors, therefore, recommend passing of this resolution as a Special Resolution set out in the accompanying Notice under Item No. 1.

Item No. 5

The Members are informed that pursuant to the Board resolution passed on 8th February, 2019, Mr. Shantharaju Bangalore Siddaiah was appointed as an Independent Director of the Company for a term of 5 (Five) years from 8th February, 2019 to 7th February, 2024. Accordingly, the first tenure of Mr. Shantharaju Bangalore Siddaiah is due to expire on 7th February, 2024

On the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company had recommended the re-appointment of Mr. Shantharaju Bangalore Siddaiah (DIN: 00068501) as an Independent Director on the Board of the Company for a second term for a period of 5 years commencing from 8th February, 2024 to 7th February, 2029, for the approval of the shareholders in the ensuing general meeting of the Company.

The Company has received a declaration of independence from Mr. Shantharaju Bangalore Siddaiah and in the opinion of the Board, Mr. Shantharaju Bangalore Siddaiah fulfils the conditions to be an Independent Director as specified in the Companies Act, 2013.

Pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the allied rules made thereunder (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, the aforesaid re-appointment of Mr. Shantharaju Bangalore Siddaiah, Independent Director requires approval of Members of the Company by way of Special Resolution.

Brief Profile of Mr. Shantharaju Bangalore Siddaiah, Independent Director pursuant to para 1.2.5 of Secretarial Standard on General Meetings (SS-2) is provided in the table below:

Name of the Director	Mr. Shantharaju Bangalore Siddaiah
Father's Name	Mr. Siddaiah Sidde Gowda
Date of Birth	10/06/1957
Age	66 years
Initial Date of appointment	8 th February, 2019
Experience	45 Years
Qualification	Qualified Chartered accountant and an MBA from International Management Institute
Terms and conditions of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	<p>Copy of appointment letter will be available at the registered office of the Company during business hours on any working day up to the date of this Extra Ordinary General Meeting and terms and conditions for appointment of Independent Directors is also available on the website of the Company.</p> <p>The remuneration sought includes sitting fees of INR 1 lakh per meeting and profit related Commission as approved by the NRC, Board and shareholders of the Company.</p> <p>The Last drawn remuneration is Rs. 87,00,000 profit related commission and Rs 13, 00,000 as the sitting fee for FY 22-23.</p>
Directorship held in other companies	<ol style="list-style-type: none"> 1. Apraava Energy Private Limited 2. Wildcraft India Limited
Chairman/member of the committee of the Board of Directors of the Company	<p>Corporate Social Responsibility Committee- Chairman</p> <p>Audit Committee- Member</p> <p>Nomination and remuneration Committee – Member</p>
Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director	NIL
Number of shares held in the Company	Nil
Number of Board Meeting attended during the year	4(Four) Board Meetings
Relationship with other Directors, Manager and KMPs	Not related to any other Directors and KMPs of the Company

Summary of performance evaluation	The Board has evaluated the performance, while discussing the re-appointment and considers it satisfactory for the same.
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None of the other Directors except Mr. Shantharaju Bangalore Siddaiah, Key Managerial Personnel, and their relatives, are in any way, concerned or interested, in the said resolution. The Directors, therefore, recommend passing of this resolution as a Special Resolution set out in the accompanying Notice under Item No. 2.

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For and on behalf of the Board
Re Sustainability Limited
(Formerly known as Ramky Enviro Engineers Limited)



Govind Singh
Company Secretary
Membership No: F12380

Place: Hyderabad
Date: 18th Jan, 2024

UNDER THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
RE SUSTAINABILITY LIMITED¹
(Formerly known as Ramky Enviro Engineers Limited)

- I. The Name of the Company is RE SUSTAINABILITY LIMITED.
- II. The Registered Office of the Company will be situated in the State of Telangana.
- III. The objects for which the Company is established are:
 - A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
 1. To treat, process, purify and control industrial pollutants like Effluents, Air, Chemicals, Noise, Solid Wastes including all types of hazardous wastes by establishing treatment plants in India and Abroad.
 2. To manufacture, trade, buy, sell, erect, construct, install, maintain, service, distribute, export, import and deal with Package Sewerage Treatment Plants, Effluent Treatment Plants and all types of pollution control equipment's, machinery, components, spares and stores and materials used for processing, treating, required the statutory regulations for controlling the pollutants, turnkey contracts for pollution control and civil projects.
 3. To undertake research work in establishing water and wastewater treatment plants and marketing newer indigenous technologies for manufacturing pollution control equipment such as incinerators, dissolved air flotation systems, slow speed and high speed mixers, clarifies and clariflocculators, fixed and floating aerators, wet scrubbers ventilation systems, bag filters, cyclones, multi clones and elctro-static precipitators.
 4. To create laboratory facilities with sophisticated equipment for analysis of water, air, noise, soil, waste-water, solid wastes and to carry out treatability studies for waste-water treatment and all other types of pollutants and also preparation of Environmental Impact Assessment, Environmental Audits, Risk Assessment and all other works pertaining to Environmental Engineering and Management.
 5. To carry on the business of engineers, Civil Contractors, Mechanical Contractors, Design Engineers, Turnkey Contractors and all other Engineering Work as may be necessary or incidental thereto.
 6. To undertake and carry on, in India or abroad, the business of Commercial Cleaning, Conservancy Cleaning, Conventional & Automated Car Park Maintenance, Public Cleansing, Mechanical Street Sweeping, External Facade i.e., Cleaning of High Rise buildings, Pest Control, House Keeping Management, Facilities Management, Railway

¹ *The name of the Company has been changed from Ramky Enviro Engineers Limited to Re Sustainability Limited pursuant to the special resolution passed at the Extra-Ordinary General Meeting of the Company held on 04th February, 2022*

Coaches Cleaning, Waste Collection, Land Scaping and such environmental and other related activities.

7. To undertake and carry on, in India or abroad, the business of generation, transmission, distribution, measurement, testing, utilization, stabilization and conversion including mining of all forms of energy such as conventional energy based on fossil fuels such as oil, coal, naphtha or natural gas, atomic energy and non-conventional / renewable energy-based on hydel, solar (Photo voltaic & thermal), wind, bio-mass, biogas, Begasse, hydrogen, other fuel gases, alcohol and its derivatives, geothermal, fuel-cells, bio liquid fuels from fuel crops, wave-energy from nature directly or otherwise, and wastes such as municipal / urban, industrial, bio-medical, waste wood.
8. To undertake and carry on, in India or abroad, the business of execution of projects based on engineering, procurement and construction basis or build, own, operate, maintain and/or transfer basis all types of projects including both conventional and non-conventional power projects, either on its own or in collaboration, and to sell, trade, distribute such energy / products.

B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:

1. To deal with all kinds of by products, joint products, raw materials, scrap and wastes acquired or generated in the process of business of the company.
2. To acquire real or leasehold estate for the purpose of the company, and purchase, lease, construct or otherwise acquire or provide in any place in which any part of the business the Company may, from time to time, be carried on such office, warehouses, workshops, buildings, engines, machinery, plant and appliances as may be considered requisite and essential for the purpose of carrying on the business of the Company or any part thereof.
3. To purchase, acquire, hire hold, improve, manage, alter, take on lease, erect and construct any buildings, sheds, houses, roads, water tanks, electric installations, railway sidings, railway wagons and such other apparatus or things that may be considered necessary for the company's business.
4. To buy, export, import and deal in plant and machinery, implements, conveniences, provisions and things capable of being used in connection with the operation of the company or required by workmen and others employed by the company.
5. To develop, repair, improve, extend, maintain, manage, mortgage, charge, exchange, sell, assign, transfer, lease out, dispose off, or turn to account, or otherwise deal with the whole or any part of the company's property and assets.
6. To purchase, own, take on lease, barter, work, use, exchange, or otherwise acquire and undertake all or any part of the business rights, privileges, property and liabilities or to enter into partnership or into any arrangements of sharing of profits, co-operation, amalgamation union of interest, joint ventures, reciprocal concession, or otherwise with any Government, authority, person, firm or body corporate having objects altogether or in part similar to those of this Company or carrying on or engaged in or about to carry on or engage in or any business or transaction which this company is authorised to carry on or engage in or any business undertaking or transactions which may seem capable of being carried on or conducted so as directly or indirectly to benefit this Company to lend money, to guarantee the contacts or subsidise or otherwise assist any such person, firm or company in connection with the business of the company.
7. To apply for, purchase or otherwise acquire, protect, prolong and renew whether in India or in any part of the world any patents, brevets, invention, copyright, trademarks, designs, secret process, concessions, licenses, protections and the like subject to

royalty or otherwise, conferring an exclusive or non-exclusive limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company in connection with its business and to use, exercise, develop, work manage, sell, let, grant, licenses in respect of or otherwise turn to account or deal with and to expand money in experimenting upon testing or improving any such patents, inventions, rights, and informations so acquired.

8. To apply for or join in applying to and obtaining from any parliament or legislative authority or Government or any supreme, public, local, municipal or other authority or body or with any landholders or other persons any Acts of Parliament, or other Acts of Legislature, Law, Degree, Concessions, order, rights, or privileges or authorities that may seem conducive to the Company's objects or any of them and to obtain any provisional order or Act of Parliament for enabling the Company to carry out its objects into effect to oppose any such steps taken by any other company, firm or person which may be.

considered likely, directly or indirectly to prejudice the interests of the company and to promote and lawfully assist the promotion whether directly or indirectly of any legislation which may appear to be in the interest of the Company, and to oppose and resist, whether directly or indirectly any legislation which seem disadvantageous to the Company.

9. To enter into any agreement, contract or any other arrangement for with or without consideration upon payment of a lump sum or on staggered payment terms or in any other manner with Indian and Foreign organisation for management, technical, financial or any other assistance or collaborations as may be deemed fit for the company in order to attain its main objects.
10. To enter into any arrangements and to take all necessary or proper steps with Government or with other authorities, supreme, national, local, municipal or otherwise of any place in which the company may have interest and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modifications in the constitution of the Company, or furthering the interest of its members and to obtain from any such Government authority or any company, any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the company may think fit and desirable to obtain and carry out, exercise and comply with any such arrangement, charters, contracts, decrees, rights, privileges or concessions.
11. To apply for, tender, purchase or otherwise acquire, contracts, sub-contracts, and concessions for all or any of them and to undertake, execute, carry out, dispose off or otherwise turn to account the same and to sublet, all or any contracts from time to time and upon such terms and conditions as may be thought expedient.
12. To establish branches, showrooms, depots and service stations in India elsewhere for the conduct of the business of the company and to regulate and discontinue the same.
13. To establish and maintain agencies, at any place in India or other parts of the world for the conduct of the business of the company or for purchase and sale of the goods, merchandise, article, and things required for or dealt in or manufactured or at the disposal of the company.
14. To advertise and publicise or promote the sale of goods, articles or things, produced, manufactured, trade or dealt in by the company or any wastages, surpluses, etc. in a manner as may be deemed expedient including advertising in the press, posting of bills, the issue or publication of circulars, pamphlets, price-lists, leaflets, catalogues, brochures or by the distribution of the mementos, gifts and other articles.

15. To open and operate any current, overdraft, loan, cash credit, deposit or such other account or accounts with any bank, shroff, company or person and to pay into and to withdraw money from such accounts or accounts.
16. Subject to the provisions of section 73 of the Companies Act, 2013, and rules made thereunder and the directions issued by the Reserve Bank of India from time to time as may be applicable, to borrow or raise money with or without security or to receive money on deposit or by way of loan at interest or otherwise, in such manner as the company shall think fit, and in security of any such money so borrowed raised or received to mortgage, pledge or charge the whole or any parts of the property, assets or revenue of the company, present or future including its uncalled capital and to purchase redeem or payoff any such securities. The Company shall not however, carry on the business of banking within the meaning of Banking Regulation Act, 1949.
17. To make advance of such sum of money upon or in respect of or for the rendering of services to the Company, purchase of materials, goods, machineries, stores or other property, articles and things required for the purpose of the company upon such terms with or without security as the company may deem expedient.
18. To lend or advance or deposit moneys belonging to the company or give credit to any company or other person in connection with the business of the company and in particular to customers with or without security, on such terms as may deem expedient, and to draw, make, accept, endorse, discount and execute bills of exchange, promissory notes, or hundies, bills of lading, railway receipts, coupons, drafts, certificates, and other negotiable or transferable instrument or securities as may be necessary for and in connection with the business of the company and subject to however, that the company shall not do the business of banking as defined in the Banking Regulation Act, 1949.
19. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special fund whether for depreciation or for repairing, improving, extending or maintaining any of the property or assets of the company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever conducive to the interests of the company.
20. To promote, establish, undertake, from and to be interested in and to apply for, acquire, hold and dispose of shares in any institution business, pool, combine, syndicate (industrial, trading or manufacturing) or company having objects altogether or in part similar to those of this company or carrying on the business capable of being conducted so as directly or indirectly to benefit the company.
21. To invest and deal with the monies of the Company not immediately required by the company in such manner as may from time to time be determined by the Board of Directors.
22. To form, incorporate or promote any company or companies whether in India or in any part of the world, having amongst its or their objects the acquisition of all or any of the assets or developments of the company or any other objects which, in the opinion of the company, could or might directly or indirectly assist the company in the development of its properties, or otherwise prove advantageous to the company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered in or about the formation or promotion of the company or the conduct of its business.
23. To effect payment of all or any costs, charges and expenses incurred in connection with or incidental to the formation, establishment or incorporation of the company incurred or negotiations, contracts, or arrangements made prior to or in anticipation of the formation or incorporation of the company.

24. To amalgamate with any other company having objects altogether or in part similar to those of this company.
25. To insure any or all properties, godowns, stock (in godowns or in transit) and machinery with any insurance company or companies against all kinds of risks to the company.
26. To apply the assets of the company in any way in or towards the establishment, maintenance or extension of any association, institutions or funds in any way connected with any particular trade or business or with trade or commerce generally including any association, institution or funds for the protection of the interest of the management, workers and employers against loss by bad debts, strikes, combinations, fire accident or otherwise or for the benefits of clerks, workmen or otherwise at any time employed by the company or any of its predecessors in business or their families or dependents and whether or not in common with other persons or classes or persons in particular friendly, co-operative and other societies, reading rooms, libraries, educational and charitable institutions, dining and recreation rooms, schools, and hospitals and to grant gratuities, pensions and allowances and contribute to any funds raised by public or local subscriptions for any purpose whatsoever subject to relevant provisions of the Companies Act, 2013.
27. To establish, provide, maintain, and conduct or otherwise subsidise, research laboratories and experimental workshops for scientific and technical research and experiment, to undertake and to carry on scientific and technical research, experiments and tests of all kinds to promote studies and research (both scientific and technical), investigations, and inventions, by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conference and by providing or contributing to the remuneration of scientific or technical professors or teachers and by providing for or contributing to the award of scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on.
28. To employ experts to investigate and examine into the conditions, prospects, value character and circumstances of any business concerns and undertakings and generally of any assets property or rights, in connection with the company's business.
29. To train or pay for the training in India or abroad of any of the company's directors, officers, employees or any candidate in the interest of or for furtherance of the Company's objects.
30. To establish and maintain or procure the establishment and maintenance of any contributory and / or non-contributory provident, pension and / or superannuation funds and / or purchase annuities, for the benefit of the give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any person who are or were at any time in the employment or service of the company, or of any company which is a subsidiary of the company, or is allied to or associate with the company as aforesaid and wives, widows, families and dependents of any such person and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or advance the interests and will being of the company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid either alone or in connection with any such other company as aforesaid.
31. To provide for the welfare of the Directors, officers employees of the company, either in service or retired, and the wives, widows and families or dependants or connections of such persons by building of houses, dwelling or chawls or by grants of money pension, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing to provident or other associations, institution funds or trusts, and by providing or subscribing or contributing towards places of instruction and recreation, hospitals, temples, and dispensaries, medical and other attendance and other

- assistance as the company shall think fit to subscribe or contributing or otherwise to assist or guarantee money to charitable benevolent, religious, scientific, public or other institution and objects which shall have any moral or other claim to support or aid by the company either by reason of locality of operation or of public and general utility or otherwise to incur expenditure in developing the education and to grant scholarships, and aids to students including incurring in sending and paying expenses to them for higher studies either in India or in any foreign country.
32. To provide for, furnish or secure to any members, employee of the company any chattels, convenience, advantages, benefits or special privileges, which may seem expedient either gratuitously or otherwise.
 33. To aid by way of donation or subscription, any association, body or movement having for its objects the solution, settlements or surmounting of industrial or labour problems, disputes or troubles or the promotion of industry, science, education, knowledge, art or trade.
 34. Subject to the provisions of the Companies Act, 1956 to indemnify officers, directors, employees of the company or persons otherwise concerned with the company against proceedings, damages, claim and demands in respect of anything done or ordered to be done by them for and in the interest of the company or any damage or misfortune whatever that may happen in the execution of duties of their office and / or in relation thereto.
 35. To agree to refer to arbitration the disputes, present or future, between the company and any other company, firm or individual and to submit the same to arbitration to any arbitrator in India or abroad and either in accordance with India or any other foreign system of law.
 36. To aid or donate to any institution or persons engaged in or concerned with any activity promoting the moral, mental, or spiritual health and well-being of suffering humanity.
 37. To do all or any of the above things either as principals, agents, trustees, contractors, or otherwise and by or through agents, sub-contractors, trustees or otherwise and either alone or in conjunction with others.
 38. To design, develop, manufacture, sell, lease, repair, service, import, overhaul, recondition and otherwise deal in all kinds of machinery, plant, equipment and accessories of any other items material or component connected with the main objects of the company.
 39. To carry on the business of farming, fishery, poultry, sericulture, floriculture, horticulture, pisciculture and cultivators of all kinds of food grains, seeds, fruits and orchards or otherwise.
 40. To acquire by purchase, exchange or otherwise and buy, sell, deal in, hold, convey, lease, mortgage or encumber real estate or any other property, personal, or mixed or to survey, sub-divide, improve or develop lands or any other property for the purpose of sale or otherwise and to do and perform anything for the development or improvement of the same for residential, industrial or any other use.
 41. To build, take on lease, purchase, exchange or acquire in any manner whatsoever or deal, in any, apartments, flats, rooms, houses, offices or any other accommodation for any use whatsoever and to let or dispose of the same in whole or in parts on instalment basis or by outright sale, whether by private treaty or auction or any other mode whatsoever.
 42. To buy, sell, manufacture, export, import and deal in all kinds of products used in Telecommunication.

43. To carry on business as Agents, Buyers, Sellers, Importers, Exporters and Dealers in all kinds of goods, materials, articles, things and merchandising and do all kinds of Agency business including as Commission Agents, Transport Agents, Forwarding and Clearing Agents, Brokers and so on connected to communication systems and office automation.
44. To establish and carry on the business in Bio-energy plantation, Bio Fertilisers and Bio-insecticides.
45. To establish research, design, develop, fabricate, manufacture, market, buy, sell, rent, hire, lease, import, export, stock, distribute, install, service, repair, maintain, in whole or part, the Energy Management systems for the generation, transmission, distribution, measurement, testing, utilization, stabilization and conversion of all forms of energy such as, conventional energy based on electricity and / or fossil such as Wood, oil, coal or natural gas and, non-conventional energy-based on solar, wind, bio-mass, biogas, hydrogen, other naturally occurring gases, alcohol, geothermal, fuel-cells, photo voltaics and wave-energy derived from nature directly or otherwise.
46. To carry on the business of finance, investment, hire purchase, lease finance, chit funds and other financial Business.
- 46-47. Subject to Section 230 to 234 of the Companies Act, 2013, to amalgamate, merge any other company or companies with the Company or merge, demerge with any other company or companies having all or any of their objects similar to the objects of this company or otherwise, in any manner, whether with or without the liquidation of the Company.²
- 47-48. Generally to perform and do all such other things as may be incidental or conducive to the attainment of the above objects.
- IV. The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The Authorised Share Capital of the Company is Rs. 2,06,25,00,000/- (*Rupees Two Hundred and Six Crores Twenty Five Lakhs only*) divided into:
- (A) 20,25,22,450 (*Twenty Crores Twenty Five Lakhs Twenty Two Thousand Four Hundred Fifty*) equity shares (*“the Class A Equity Shares”*) of par value Rs. 10/- (*Rupees Ten only*);
- (B) 100 (*one hundred*) equity shares with the differential voting rights specified in Schedule A of this Memorandum of Association (*“the Class B Equity Shares”*) of par value Rs. 10/- (*Rupees Ten only*) each;
- (C) 100,000 (*one hundred thousand*) cumulative compulsorily convertible preference shares (*convertible into fully paid up Class A Equity Shares referred to in (A) above in accordance with, and having rights specified in Schedule B of this Memorandum of Association*) (*“the Class A Preference Shares”*) of par value Rs. 100/- (*Rupees One Hundred only*) each; and
- (D) 1,344,000 (*one million three hundred and forty four thousand*) optionally convertible redeemable preference shares of par value Rs. 15/- (*Rupees Fifteen only*) each
- (E) 71,145 (*seventy one thousand one hundred and forty five*) redeemable preference shares of par value Rs. 100/- (*Rupees one hundred only*) each.”

² *Inserted vide the special resolution passed at the Extra-Ordinary General Meeting of the Company held on *****

We, the several persons, whose names and addresses are subscribed below are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the company set opposite out respective names.

Sl. No	Name, address, description, occupation and signature of the subscribers	No. of Equity shares taken by each subscriber	Name, address, description, occupation and signature of the witness
1.	Sd/- A. AYODHYA RAMI REDDY S/o. A. DASARADHA RAMI REDDY D4-115, Shanti Sikhara Apartments, Rajbhavan Road, Somajiguda, Hyderabad – 500 482. Occ : Consulting Engineer	9 (Nine Only)	Sd/- S.V.R. VISWESWARA RAO S/o. S.V. SUBBA RAO No. 2, Al-Habeeb Apartments, Hyderabad. Occ.: Chartered Accountant
2.	Sd/- Y. R. NAGARAJA S/o. Late Y.K. RATNAKAR D4-108, Shanti Sikhara Apartments, Rajbhavan Road, Somajiguda, Hyderabad – 500 482. Occ : Consulting Engineer	9 (Nine Only)	
3.	Sd/- A. PERI REDDY S/o. A. DASARATHA RAMI REDDY D4-115, Shanti Sikhara Apartments, Rajbhavan Road, Somajiguda, Hyderabad – 500 482. Occ. : Business	9 (Nine Only)	
4.	Sd/- A. RAMA KRISHNA REDDY S/o. A. DASARADHA RAMI REDDY D4-115, Shanti Sikhara Apartments, Rajbhavan Road, Somajiguda, Hyderabad – 500 482. Occ. : Business	9 (Nine Only)	

Sl. No	Name, address, description, occupation and signature of the subscribers	No. of Equity shares taken by each subscriber	Name, address, description, occupation and signature of the witness
5.	Sd/- VASUDEVA REDDY MODUGULA S/o. PERI REDDY D4-115, Shanti Sikhara Apartments, Rajbhavan Road, Somajiguda, Hyderabad – 500 482. Occ. : Land Lord	9 (Nine Only)	
6.	Sd/- A. DAKSHAYANI W/o. A. AYODHYA RAMI REDDY D4-115, Shanti Sikhara Apartments, Rajbhavan Road, Somajiguda, Hyderabad – 500 482. Occ. : Housewife	9 (Nine Only)	
7.	Sd/- Y. N. MADHURANI W/o. Y.R. NAGARAJA D4-108, Shanti Sikhara Apartments, Rajbhavan Road, Somajiguda, Hyderabad – 500 482. Occ. : House Wife	9 (Nine Only)	
	Total No. of Shares Taken	----- 63 ----- (Sixty Three)	Sd/- S.V.R. VISWESWARA RAO S/o. S.V. SUBBA RAO No. 2, Al-Habeeb Apartments, Hyderabad. Occ.: Chartered Accountant

Place : Hyderabad
Date : 29-10-1994